

RECORDATION NO. 27036-SS

AUG 28 '08 -8 30 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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SUITE 301  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
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20036

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August 28, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: TRIP 13th Funding

Dear Ms Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of August 27, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 27036-RR.

The names and addresses of the parties to the enclosed document are:

Buyer/Assignee: TRIP Rail Leasing LLC  
2525 Stemmons Freeway  
Dallas, Texas 75207

Seller/Assignor: Trinity North American Freight Car, Inc.  
2525 Stemmons Freeway  
Dallas, Texas 75207

Anne K. Quinlan, Esq.  
August 28, 2008  
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A description of the railroad equipment covered by the enclosed document is:

156 railcars within the following series as more particularly set forth in the attachment to the document:

GNAX 009675 – GNAX 009749  
TILX 034493 – TILX 034582 (inclusive)

A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

AUG 28 '08

-8 30 AM

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT  
SURFACE TRANSPORTATION BOARD

TRINITY NORTH AMERICAN FREIGHT CAR, INC, a Delaware corporation (the "Seller"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRIP RAIL LEASING LLC, a Delaware limited liability company (the "Buyer"), under the Purchase and Sale Agreement (the "Purchase and Sale Agreement") dated as of August 23, 2007 among the Seller, the Buyer and, TRINITY INDUSTRIES LEASING COMPANY ("TILC") (solely with respect to Sections 2.7, 3.2, 3.3, 3.4, 3.17(y), 3.17(z), 3.19, 4.4 and 6.8), at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Buyer and its successors and assigns all right, title, and interest of the Seller, in and to (x) certain Railcars set forth on Schedule A and (y) any Leases related thereto set forth on Schedule B and (z) certain other assets set forth on Schedule C and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to the Seller with respect to the Railcars by the manufacturer thereof. The Buyer hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of the Seller under the Leases.

To have and to hold all and singular the rights to such Railcars and such Leases to the Buyer and its successors and assigns for their own use and behalf forever.

The Seller hereby warrants to the Buyer and its successors and assigns that, at the time of delivery of such Railcars and the assignment and assumption of such Leases, the Seller has legal and beneficial title thereto and good and lawful right to sell and otherwise convey such Railcars and to assign such Leases, and such Railcars and such Leases are free and clear of all Liens (other than Permitted Liens); provided that the Seller covenants that it will defend forever such title to such Railcars and such Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of such Railcars and the assignment of such Leases by the Seller hereunder. Notwithstanding the provisions above and its and the Buyer's intent that the Seller grant, bargain, sell, transfer, assign and set over to the Buyer all right, title and interest of the Seller in such Railcars and such Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, the Seller hereby also grants the Buyer a security interest in such Railcars and such Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Purchase and Sale Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Buyer of all right, title and interest of the Seller in such Railcars and such Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Purchase and Sale Agreement.

THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

\* \* \*



IN WITNESS WHEREOF, the Seller and the Buyer have caused this instrument to be executed in its name, by a duly authorized officer on the 27<sup>th</sup> day of August, 2008.

TRINITY NORTH AMERICAN FREIGHT  
CAR, INC

By: 

Name: James E. Perry

Title: Treasurer and Asst. Secretary

TRIP RAIL LEASING LLC

By: TRIP Rail Holdings LLC, its Managing  
Member

By: Trinity Industries Leasing Company,  
its Manager

By: 

Name: Eric R. Marchetto

Title: Vice President

ACKNOWLEDGMENT

STATE OF Texas )  
COUNTY OF Dallas )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared James E. Perry, who upon oath, acknowledged himself to be Treasurer and Asst Secretary of TRINITY NORTH AMERICAN FREIGHT CAR, INC, a Delaware corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of TRINITY NORTH AMERICAN FREIGHT CAR, INC.

WITNESS my hand and official seal this 27<sup>th</sup> day of August, 2008.



Danielle Henderson  
Notary Public

MY COMMISSION EXPIRES: 6/9/2012

ACKNOWLEDGMENT

STATE OF Texas )  
COUNTY OF Dallas )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Eric R. Marchetto, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, the manager of TRIP Rail Holdings LLC, a Delaware limited liability company, which is the managing member of TRIP Rail Leasing LLC, a Delaware limited liability company, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the Delaware corporation by her/himself as such officer of TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 27<sup>th</sup> day of August, 2008.



Danielle Henderson  
Notary Public

MY COMMISSION EXPIRES: 6/9/2012

**SCHEDULE A**  
**to Bill of Sale and Assignment**  
**and Assumption Agreement**

**RAILCARS; IDENTIFICATION MARKS; RUNNING NUMBERS;**  
**PURCHASE AMOUNT<sup>1</sup>**

[see attached]

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<sup>1</sup> Purchase Amount: The parties consider the Purchase Price confidential and it is omitted from any filing of this Bill of Sale and Assignment and Assumption Agreement with the Surface Transportation Board or the Office of the Registrar General of Canada.

**TRIP RAIL LEASING LLC**  
**Close 13**

**Schedule A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
1	TILX034493	50689	June-08	Freight
2	TILX034494	50689	June-08	Freight
3	TILX034495	50689	June-08	Freight
4	TILX034496	50689	June-08	Freight
5	TILX034497	50689	June-08	Freight
6	TILX034498	50689	June-08	Freight
7	TILX034499	50689	June-08	Freight
8	TILX034500	50689	June-08	Freight
9	TILX034501	50689	June-08	Freight
10	TILX034502	50689	June-08	Freight
11	TILX034503	50689	June-08	Freight
12	TILX034504	50689	June-08	Freight
13	TILX034505	50689	June-08	Freight
14	TILX034506	50689	June-08	Freight
15	TILX034507	50689	June-08	Freight
16	TILX034508	50689	June-08	Freight
17	TILX034509	50689	June-08	Freight
18	TILX034510	50689	June-08	Freight
19	TILX034511	50689	June-08	Freight
20	TILX034512	50689	June-08	Freight
21	TILX034513	50689	June-08	Freight
22	TILX034514	50689	June-08	Freight
23	TILX034515	50689	June-08	Freight
24	TILX034516	50689	June-08	Freight
25	TILX034517	50689	June-08	Freight
26	TILX034518	50689	June-08	Freight
27	TILX034519	50689	June-08	Freight
28	TILX034520	50689	June-08	Freight
29	TILX034521	50689	June-08	Freight
30	TILX034522	50689	June-08	Freight
31	TILX034523	50689	June-08	Freight
32	TILX034524	50689	June-08	Freight
33	TILX034525	50689	June-08	Freight
34	TILX034526	50689	June-08	Freight
35	TILX034527	50689	June-08	Freight
36	TILX034528	50689	June-08	Freight
37	TILX034529	50689	June-08	Freight
38	TILX034530	50689	June-08	Freight
39	TILX034531	50689	June-08	Freight
40	TILX034532	50689	June-08	Freight
41	TILX034533	50689	June-08	Freight
42	TILX034534	50689	June-08	Freight
43	TILX034535	50689	June-08	Freight
44	TILX034536	50689	June-08	Freight
45	TILX034537	50689	June-08	Freight
46	TILX034538	50689	June-08	Freight

## TRIP RAIL LEASING LLC

Close 13

## Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
47	TILX034539	50689	June-08	Freight
48	TILX034540	50689	June-08	Freight
49	TILX034541	50689	June-08	Freight
50	TILX034542	50689	June-08	Freight
51	TILX034543	50689	June-08	Freight
52	TILX034544	50689	June-08	Freight
53	TILX034545	50689	June-08	Freight
54	TILX034546	50689	June-08	Freight
55	TILX034547	50689	June-08	Freight
56	TILX034548	50689	June-08	Freight
57	TILX034549	50689	June-08	Freight
58	TILX034550	50689	June-08	Freight
59	TILX034551	50689	June-08	Freight
60	TILX034552	50689	June-08	Freight
61	TILX034553	50689	June-08	Freight
62	TILX034554	50689	June-08	Freight
63	TILX034555	50689	June-08	Freight
64	TILX034556	50689	June-08	Freight
65	TILX034557	50689	June-08	Freight
66	TILX034558	50689	June-08	Freight
67	TILX034559	50689	June-08	Freight
68	TILX034560	50689	June-08	Freight
69	TILX034561	50689	June-08	Freight
70	TILX034562	50689	June-08	Freight
71	TILX034563	50689	June-08	Freight
72	TILX034564	50689	June-08	Freight
73	TILX034565	50689	June-08	Freight
74	TILX034566	50689	June-08	Freight
75	TILX034567	50689	June-08	Freight
76	TILX034568	50689	June-08	Freight
77	TILX034569	50689	June-08	Freight
78	TILX034570	50689	June-08	Freight
79	TILX034571	50689	June-08	Freight
80	TILX034572	50689	June-08	Freight
81	TILX034573	50689	June-08	Freight
82	TILX034574	50689	June-08	Freight
83	TILX034575	50689	June-08	Freight
84	TILX034576	50689	June-08	Freight
85	TILX034577	50689	June-08	Freight
86	TILX034578	50689	June-08	Freight
87	TILX034579	50689	June-08	Freight
88	TILX034580	50689	June-08	Freight
89	TILX034581	50689	June-08	Freight
90	TILX034582	50689	June-08	Freight
91	GNAX009675	5673	July-08	Freight
92	GNAX009680	5673	July-08	Freight

**TRIP RAIL LEASING LLC**  
**Close 13**

**Schedule A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
93	GNAX009681	5673	July-08	Freight
94	GNAX009683	5673	July-08	Freight
95	GNAX009684	5673	July-08	Freight
96	GNAX009685	5673	July-08	Freight
97	GNAX009686	5673	July-08	Freight
98	GNAX009687	5673	July-08	Freight
99	GNAX009688	5673	July-08	Freight
100	GNAX009689	5673	July-08	Freight
101	GNAX009690	5673	July-08	Freight
102	GNAX009691	5673	July-08	Freight
103	GNAX009692	5673	July-08	Freight
104	GNAX009693	5673	July-08	Freight
105	GNAX009694	5673	July-08	Freight
106	GNAX009695	5673	July-08	Freight
107	GNAX009696	5673	July-08	Freight
108	GNAX009697	5673	July-08	Freight
109	GNAX009698	5673	July-08	Freight
110	GNAX009699	5673	July-08	Freight
111	GNAX009701	5673	July-08	Freight
112	GNAX009702	5673	July-08	Freight
113	GNAX009703	5673	July-08	Freight
114	GNAX009704	5673	July-08	Freight
115	GNAX009705	5673	July-08	Freight
116	GNAX009706	5673	July-08	Freight
117	GNAX009707	5673	July-08	Freight
118	GNAX009708	5673	July-08	Freight
119	GNAX009709	5673	July-08	Freight
120	GNAX009710	5673	July-08	Freight
121	GNAX009711	5673	July-08	Freight
122	GNAX009712	5673	July-08	Freight
123	GNAX009713	5673	July-08	Freight
124	GNAX009714	5673	July-08	Freight
125	GNAX009715	5673	July-08	Freight
126	GNAX009716	5673	July-08	Freight
127	GNAX009717	5673	July-08	Freight
128	GNAX009718	5673	July-08	Freight
129	GNAX009719	5673	July-08	Freight
130	GNAX009720	5673	July-08	Freight
131	GNAX009721	5673	July-08	Freight
132	GNAX009722	5673	July-08	Freight
133	GNAX009723	5673	July-08	Freight
134	GNAX009724	5673	July-08	Freight
135	GNAX009725	5673	July-08	Freight
136	GNAX009726	5673	July-08	Freight
137	GNAX009727	5673	July-08	Freight
138	GNAX009728	5673	July-08	Freight

## TRIP RAIL LEASING LLC

Close 13

## Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
139	GNAX009729	5673	July-08	Freight
140	GNAX009730	5673	July-08	Freight
141	GNAX009731	5673	July-08	Freight
142	GNAX009733	5673	July-08	Freight
143	GNAX009734	5673	July-08	Freight
144	GNAX009735	5673	July-08	Freight
145	GNAX009736	5673	July-08	Freight
146	GNAX009737	5673	July-08	Freight
147	GNAX009738	5673	July-08	Freight
148	GNAX009739	5673	July-08	Freight
149	GNAX009741	5673	July-08	Freight
150	GNAX009742	5673	July-08	Freight
151	GNAX009743	5673	July-08	Freight
152	GNAX009744	5673	July-08	Freight
153	GNAX009745	5673	July-08	Freight
154	GNAX009747	5673	July-08	Freight
155	GNAX009748	5673	July-08	Freight
156	GNAX009749	5673	July-08	Freight

**SCHEDULE B**  
**to Bill of Sale and Assignment**  
**and Assumption Agreement**

**LEASES**

**[see attached]**

## **Schedule B**

### **Leases**

1. Ninety (90) units identified with marks TILX 34493 – 34582 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated May 20, 2008 between Trinity Industries Leasing Company and Cementos Apasco, S.A. de C.V.

2. Sixty-six (66) units identified with marks GNAX 9675, GNAX 9680 – 9681, GNAX 9683 – 9699, GNAX 9701 – 9731, GNAX 9733 – 9739, GNAX 9741 – 9745, and GNAX 9747 – 9749 leased pursuant to Rider Two (2) to that certain Railroad Car Net Lease Agreement dated February 14, 2008 between Trinity Industries Leasing Company and Holcim (US) Inc.

**SCHEDULE C**

**OTHER TRANSFERRED ASSETS**

None

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/28/08



\_\_\_\_\_  
Robert W. Alvord